

Schedule “A”

1. This is an application for accreditation made under section 134 of the *Labour Relations Act, 1995* (the “Act”). If granted, this application would accredit the Personnel & Material Hoist Employers’ Association (“PMHEA”) as the bargaining agent for all employers in the following bargaining unit:

All employers of Journeyperson EDM-B Certified People and Material Hoist Erectors, Apprentice People and Material Hoist Erectors, Mobile Crane Operators, Working Forepersons and General Forepersons employed in all sectors of the construction industry in the province of Ontario other than the industrial, commercial and institutional sector, performing erection, dismantling, service or maintenance of people and material hoists, and mobile cranes for whom the International Union of Operating Engineers, Local 793 holds bargaining rights. For clarity, employers bound by and who perform work under any of the following Collective Agreements in accordance with past or existing practices as at the date hereof are not included in the said unit of employers, namely:

A) Schedule “A” of the Provincial Collective Agreement between the Operating Engineers Employer and Employee Bargaining Agencies

2. The Applicant, the PMHEA, was formerly known as the Man & Material Hoist Employers’ Association, prior to amending its name pursuant to section 103 of the *Not-For-Profit Corporations Act, 2010*.

Attached at Tab A is the signed copy of the PMHEA’s By-Laws and Resolution of its Members.

Attached at Tab B is a copy of the PMHEA’s certificate of amendment for incorporation and articles of amendment of incorporation.

3. The PMHEA is an employers’ organization within the meaning of section 126(1) of the Act.

4. The Responding Party, the International Union of Operating Engineers, Local 793 (“**Local 793**”), is a trade union within the meaning of section 126 of the Act.

5. The PMHEA is an association of employers of employees who are represented by Local 793 and who are engaged in the erecting, dismantling, servicing and maintaining personnel and

material hoists and mobile cranes in the construction industry throughout the province of Ontario. The PMHEA and Local 793 are currently bound by the Personnel and Material Hoist / Erectors / Dismantlers / Service & Repair Agreement Collective Agreement effective May 1, 2025 - April 30, 2028 (the “Collective Agreement”) that is applicable to all sectors of the construction industry in the province of Ontario, other than the industrial, commercial and institutional sector. The Collective Agreement was negotiated by the PMHEA on behalf of its members who delegated bargaining authority to the Applicant. The bargaining unit in the Collective Agreement is in all material respects the same as the proposed bargaining unit in this Application.

6. The PMHEA is authorized to apply for and obtain accreditation under the Act, pursuant to its By-Laws.

7. There are currently nine employers for whom Local 793 holds bargaining rights coming within the proposed bargaining unit. Those nine employers had employees represented by Local 793 in their employ during the one week period prior to date this application was filed and employed approximately one-hundred and fifteen (115) employees who were on their payroll within the weekly payroll period immediately prior to the date this application was filed..

8. The PMHEA represents five out of the nine employers in the proposed bargaining unit. The PMHEA’s members currently include:

- a) UCEL Inc.
- b) Oxford Building Supplies Inc.
- c) Halton Hoisting Inc.
- d) United Hoist Equipment Ltd.
- e) East West Elevator & Crane Ltd.

9. Those five employers who are members of the PMHEA employed approximately 99 employees who were on their payroll in the weekly payroll period immediately prior to the date this application was filed out of the approximate 115 employees employed by the employers in

the proposed bargaining unit in the week immediately prior to the date this application was filed. The PMHEA therefore represents the majority of the employers within the proposed bargaining unit and those employers employed a majority of the employees who were employed by the employers within the proposed bargaining unit in the week immediately prior to the date this application was filed.

Attached at Tab C are copies of executed Employer Authorization forms by the Applicant's members in support of the Application.

Attached at Tab D is the Applicant's List of Employers

10. On the basis of the foregoing, the PMHEA requests the Board accredit the PMHEA as the bargaining agent for the employers in the proposed bargaining unit and for all other employers of employees for whom Local 793 obtains bargaining rights after the date this application was filed that are engaged in the erecting, dismantling, servicing and maintaining of personnel and material hoists and mobile cranes in all sectors of the construction industry other than the industrial, commercial and institutional sector in the Province of Ontario, and issuing an accreditation certificate to the PMHEA with respect to the proposed bargaining unit.

TAB A

Resolution of the Board of Directors

Date: February 21, 2025

WHEREAS the Man & Material Hoist Employers' Association (the "MMHEA") is a corporation incorporated pursuant to the *Not-for-Profit Corporations Act, 2010*;

AND WHEREAS the MMHEA is governed by By-Law No. 1 regarding the conduct of activities and affairs of the MMHEA and By-Law No. 2 regarding the banking and disbursement of money by the MMHEA, both of which are dated February 28, 2024 (collectively the “By-Laws”);

AND WHEREAS it is in the best interests of the MMHEA and its members for the MMHEA to amend By-Law No. 1 regarding the conduct of activities and affairs of the MMHEA;

NOW THEREFORE the MMHEA's Board of Directors hereby revokes and amends the By-Laws in accordance with the documents set out at Appendix "A" and Appendix "B" to this Resolution;

APPROVED: February 21, 2025

Mark Cassen

At June

Rebecca

Resolution of the Board of Directors

Date: February 21, 2025

WHEREAS the Man & Material Hoist Employers' Association (the "MMHEA") is a corporation incorporated pursuant to the *Not-for-Profit Corporations Act, 2010*;

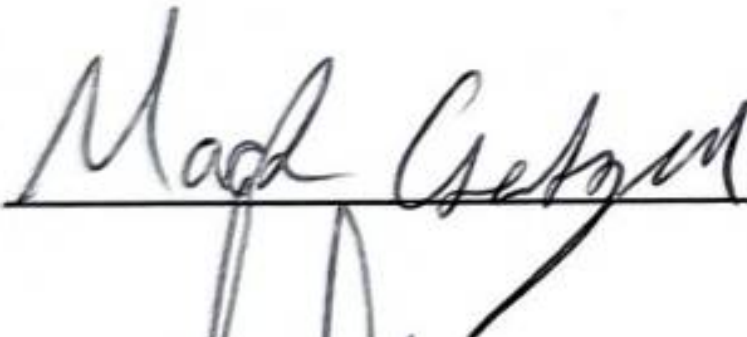
AND WHEREAS the MMHEA intends to promote gender inclusivity where possible, without distinction based on sex, gender, gender identity or gender expression;

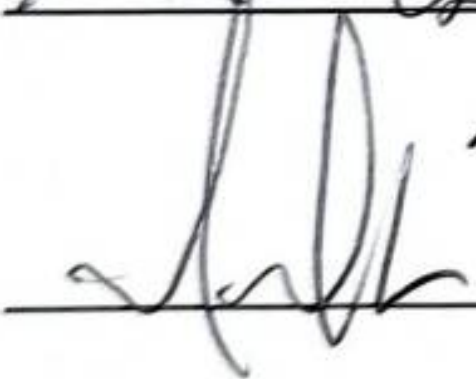
AND WHEREAS the MMHEA's current name does not align with the MMHEA's intentions to promote gender inclusivity;

AND WHEREAS it is in the best interests of the MMHEA and its members for the MMHEA to amend its name to "Personnel and Material Hoist Employers' Association" to be more inclusive based on sex, gender, gender identity and gender expression;

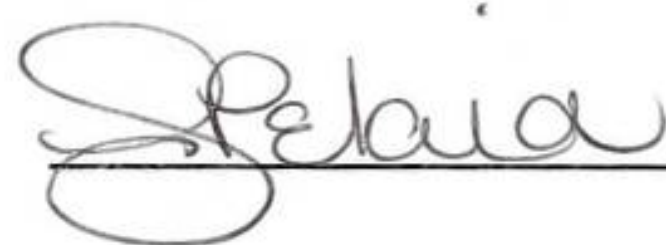
NOW THEREFORE the MMHEA's Board of Directors hereby authorizes the MMHEA through Mack Csaszar or his designate, to take all steps incidental to the filing articles of amendment of its name under the *Not-for-Profit Corporations Act, 2010* from MMHEA to Personnel and Material Hoist Employers' Association.

APPROVED: February 20, 2025











ARTICLE IV

ANY NEW MEMBER OF THE ASSOCIATION SHALL BE REQUIRED TO SIGN AND SUBMIT TO THE ASSOCIATION A STATEMENT OF FINANCIAL INTERESTS.

THE STATEMENT OF FINANCIAL INTERESTS SHALL BE SUBMITTED TO THE ASSOCIATION AND IT IS HEREBY TRANSFERRED TO THE ASSOCIATION AS A CONDITION OF MEMBERSHIP. THE STATEMENT SHALL BE KEPT ON FILE BY THE ASSOCIATION AND SHALL BE AVAILABLE TO THE ASSOCIATION AT ANY TIME.

(a) All checks, drafts or orders for the payment of money, and all notes and receipts and bills of exchange shall be signed by the President and one other officer or director other than the President.

(b) The Corporation shall keep a complete and correct record of all its assets and liabilities, and shall cause to be kept a true and correct record of all its income and expenses, and shall cause to be kept a true and correct record of all its property.

(c) The Corporation shall keep a complete and correct record of all its assets and liabilities, and shall cause to be kept a true and correct record of all its income and expenses, and shall cause to be kept a true and correct record of all its property.

(d) The Corporation shall keep a complete and correct record of all its assets and liabilities, and shall cause to be kept a true and correct record of all its income and expenses, and shall cause to be kept a true and correct record of all its property.

(e) The Corporation shall keep a complete and correct record of all its assets and liabilities, and shall cause to be kept a true and correct record of all its income and expenses, and shall cause to be kept a true and correct record of all its property.

WITNESSED BY THE ASSOCIATION

[Handwritten signatures and text]

BY-LAW NO. 2

A by-law respecting the banking and disbursement of money by
PERSONNEL & MATERIAL HOIST EMPLOYERS' ASSOCIATION

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
PERSONNEL & MATERIAL HOIST EMPLOYERS' ASSOCIATION (hereinafter
called the "Corporation") as follows:

- (a) All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange shall be signed by the Chair and one other Officer or Director, other than the President.
- (b) The Corporation may open an account with a chartered bank, or trust company, and cause to be deposited therein all monies received by the Corporation.
- (c) The Corporation may deal with the monies of the Corporation not immediately required for its objectives in such a manner as may be determined by the Directors, and in accordance with the Act.
- (d) The Corporation may accept gifts and donations to further the objects of the Corporation.
- (e) Upon dissolution of the Corporation and after payment of all debts and liabilities, any remaining property of the Corporation shall be distributed equally among the Members.

PASSED the 21st of FEBRUARY, 2025

Mark Gotsman

[Signature]

[Signature]

[Signature]

[Signature]

WYLLAW KONG
ASSOCIATION

- Article I - Preamble
- Article II - Registered Office and Records
- Article III - Membership
- Article IV - Rights and Duties of Members
- Article V - Fees and Dues

Appendix "A"

- Article VI - Meetings
- Article VII - Officers
- Article VIII - Board of Directors
- Article IX - Standard Of Care, Limitation Of Liability, And Indemnity Of Officers And Directors
- Article X - Notice
- Article XI - General Provisions
- Article XII - Amendment And Repeal

BY-LAW NO. 1 THE PERSONNEL & MATERIAL EQUIPMENT UNIT
(the "Corporation")

Section 1.01. The purpose of this By-Law is to provide for the efficient and economical operation of the Corporation.

Section 1.02. The Board of Directors may amend or repeal this By-Law at any time.

BY-LAW NO. 1
PERSONNEL & MATERIAL HOIST EMPLOYERS'
ASSOCIATION

- Article I - Interpretation
- Article II - Registered Office and Records
- Article III - Membership
- Article IV - Rights And Duties Of Members
- Article V - Fees and Dues
- Article VI - Members Meetings
- Article VII - Board of Directors
- Article VIII - Officers
- Article IX - Labour Negotiations
- Article X - Standard Of Care, Limitation Of Liability, And Indemnity of Directors and Officers
- Article XI - Notice
- Article XII - General Provisions
- Article XIII - Amendment And Repeal

BY-LAW NO. 1 OF PERSONNEL & MATERIAL HOIST EMPLOYERS'
ASSOCIATION
(the "Corporation")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

Article I - INTERPRETATION

Section 1.01 Definitions. In the By-laws, unless the context otherwise requires:

"Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

"auditor" may refer to an auditor, an accountant, or a firm which is preparing financial statements for the Corporation, as determined by the Board.

"Annual Meeting" means an annual Members Meeting.

“appoint” includes “elect” and vice versa.

“Articles” means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.

“Board” means the board of Directors of the Corporation.

“By-law” means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

“Chair” means chair of the Board.

“Collective Agreement” means the Personnel and Material Hoist Erectors / Dismantlers / Service & Repair Agreement entered into between the Corporation and the International Union of Operating Engineers, Local 793.

“Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called.

“Entity” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

“Member” means a member of the Corporation, and **“Membership”** has a corresponding meaning.

“Members Meeting” means Annual Meetings and Special Meetings.

“Non-business Day” means Saturday, Sunday and any other day that is a holiday as defined in the *Legislation Act, 2006* S.O. 2006, c. 21

“Officer” means an individual appointed as an officer of the Corporation.

“Ordinary Resolution” means a resolution of the Members passed by a majority of the votes cast on that resolution or consented to by each Member entitled to vote at a Members Meeting or the Member’s proxy.

“Person” includes any individual or Entity.

“President” means the Officer appointed to be the president of the Corporation.

“Recorded Address” means:

- (a) in the case of a Member, his or her address as recorded in the register of Members;

(b) in the case of an Officer, auditor, or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and

(c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

"Secretary-Treasurer" means the Officer appointed to be the secretary-treasurer of the Corporation.

"Special Meeting" means a meeting of any class or classes of Members, other than an annual Members Meeting.

"Special Resolution" means a resolution of the Members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each Member entitled to vote at a Members Meeting or the Member's proxy.

"Vice-Chair" means the Officer appointed to be vice-chair of the Board.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (i) to sections mean the sections of this By-law; (ii) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (iii) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

Article II - REGISTERED OFFICE AND RECORDS

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution, or by a Special Resolution, pursuant to the provisions of the Act.

Section 2.02 Books and Records. Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. All records of the Corporation shall be maintained at the registered office of the Corporation, unless determined otherwise by the Directors. The Corporation shall make such records available for inspection under applicable law.

Article III - MEMBERSHIP

Section 3.01 Membership Conditions. Subject to the Articles, there shall be one class of Members. Membership shall be open to Persons that are employers within the meaning of section 126(1) of the *Labour Relations Act, 1995* that are actively engaged in personnel and material hoist work in the construction industry in the Province of Ontario, and have employees for whom the International Union of Operating Engineers Local 793 holds bargaining rights, and are bound to the Collective Agreement. Where a Member is an Entity, it may appoint one or more representatives to act on its behalf at Members Meetings.

Section 3.02 Application for Membership. An employer that seeks Membership shall submit an application in writing to the Board in such form and detail as may be prescribed. The majority of the Board must approve an application for Membership before the applicant is admitted to Membership. The Board shall not deny any qualified applicant Membership. The Board shall not act in a manner that is arbitrary, discriminatory or in bad faith when determining whether to admit a qualified applicant to Membership.

Section 3.03 Voting Rights. Each Member shall be entitled to receive notice of, attend and vote at all Members Meetings, and unless the Articles provide otherwise, each Member shall be entitled to one vote at such Members Meetings, regardless of how many representative(s) act on behalf of that Member.

Section 3.04 Transfer of Memberships. Subject to the Articles, Membership may only be transferred to the Corporation.

Section 3.05 Resignation. A Member may terminate its Membership by written resignation submitted to the Secretary-Treasurer. Any such resignation shall take effect 30 days after its receipt by the Secretary-Treasurer and upon payment of all annual dues and assessments due and payable for the year in which the resignation is to take effect. No resignation shall be received or take effect during the period commencing within ninety days prior to the expiry of the Collective Agreement and ending on the date the renewed Collective Agreement is signed by the Corporation.

Section 3.06 Termination of Membership. A Membership in the Corporation is terminated when:

(a) The Member dies, resigns, is bankrupt within the meaning of the *Bankruptcy and Insolvency Act*, or, in the case of a Member that is a body corporate, the body corporate is dissolved;

(b) The Member fails to maintain any conditions for Membership described in Section 3.01;

(c) The Member is expelled or its Membership is otherwise terminated in accordance with the Articles or By-Laws;

- (d) The Member's term of Membership expires; or
- (e) The Corporation is liquidated or dissolved under the Act.

Section 3.07 Effect of Termination of Membership. Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.08 Discipline of Members.

(a) The Board, acting by a majority of not less than two-thirds of the Directors, may expel any Member or suspend any Member for such period as it shall determine for any one or more of the following grounds:

- (i) default in payment of dues, fees or assessments;
- (ii) violating any provision of the Articles, the Bylaws, or other written policies of the Corporation;
- (iii) engaging in any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion;
- (iv) any cause, conduct or behavior which is inimical to the best interests of the Corporation; or
- (v) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purposes of the Corporation.

(b) The Board shall not take any such action against a Member unless the Member has been forewarned in writing by a period of no less than 15 days, of an impending action.

(c) If the Board determines that a Member should be suspended or expelled from Membership, the President shall provide at least 15 days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the President and to the Board in response to the notice received within such 15-day period. If no written submission is received, the President may proceed to notify the Member that the Member is suspended or expelled from Membership. If a written submission is received in accordance with this Section 3.08(c), the Board will give the Member an opportunity to be heard, orally, in writing or in another format permitted by the Articles or By-laws, not less than 5 days before the suspension or expulsion of Membership becomes effective. Subject to the Member's right under the Act to apply to the court, the Board's decision shall be final and binding on the Member without any further right of appeal to the Board.

(d) No Member who is under suspension shall have any right to vote, nor shall it or any of its representatives, officers or employees hold any office or position on the Board or in the Corporation during the period of its suspension.

(e) An expelled Member shall have the right to re-apply for Membership at any time after 12 months following the date of its expulsion, or after such lesser time as the Board shall determine in any particular case.

(f) A suspended Member may be reinstated prior to the expiry of its suspension by a two-thirds majority of the Board.

Article IV - RIGHTS AND DUTIES OF MEMBERS

Section 4.01 Each Member shall, by virtue of its application for and admission into Membership, be deemed to have agreed to and accepted all the conditions, duties, rights and obligations contained in the Articles and the By-Laws, as amended from time to time, and without limiting the generality of the foregoing shall be deemed to have agreed as follows:

(a) to authorize and appoint the Corporation to represent the interests of its Members and any other Persons that are employers it is authorized to represent in connection with acting as an employers' organization for the purposes of section 57 of the *Labour Relations Act, 1995*, or applying for and obtaining accreditation under section 136 of the *Labour Relations Act, 1995*, acting as an accredited employers' organization, and negotiating, entering into and executing the Collective Agreement, and at the request of a Member, to act in connection with a matter arising under the *Labour Relations Act, 1995*, under the Collective Agreement, or any issue relating to the interpretation, application or alleged violation of the Collective Agreement;

(b) that it will not perform on its own behalf, and has not and will not authorize or appoint any other Person to negotiate, execute or enter into a collective agreement with the International Union of Operating Engineers, Local 793 ("Local 793") for the erection, service, or maintenance of personnel and material hoists in the Province of Ontario for the period which covers the whole or any part of the term of the Collective Agreement entered into by the Corporation with Local 793 on behalf of or binding upon such Member or to amend, vary, modify in any way or to cancel or terminate the Collective Agreement;

(c) to be bound during their respective terms by the Collective Agreement between the Corporation and Local 793 in accordance with the provisions of this By-Law;

(d) to be bound by and to observe any and all resolutions issued by the Board, published and distributed by the Board to the Members; to pay dues, fees and assessments levied in accordance with the provisions of this By-Law whether under suspension or not and in the case of resignation or termination of Membership for any cause whatsoever to remain liable for payment of any dues, fees and assessments which became payable to the Corporation prior to the effectiveness of the resignation or termination of Membership;

(e) to provide, when requested, a certificate of the Member's auditor for the purpose of determining liability for dues, fees and assessments at the discretion of the Board;

(f) to assign to the Corporation its rights and obligations to bargain collectively with Local 793 in relation to the construction industry, and to authorize the Corporation to enter into and administer the Collective Agreement with Local 793 in accordance with the provisions of this By-Law and on such terms as the Corporation considers proper, and to amend, vary, modify, suspend or terminate such agreements, undertakings and contracts;

(g) that if it provides goods or services to the Corporation or the Board, or towards the effort of collective bargaining, or in making, defending or intervening in any applications, complaints, prosecutions, or grievances; the Member shall do so pro bono, without any expectation of financial benefit, payment, repayment, compensation, to be made whole or otherwise, the Corporation unless such chargeable or reimbursable;

(h) that the conditions, duties, rights and obligations contained in the Articles and By-Laws as amended from time to time shall bind the Corporation and its Members to the same extent as if they have been signed, sealed and delivered by the Corporation and by each of its Members, and between the Members inter se provided that the said conditions, duties, rights, and obligations as amended, extended or revoked from time to time shall remain binding upon each and all of the said parties if such requirements of the Articles and By-Laws notwithstanding the absence of consent of any individual party or parties. No civil proceeding, motion, claim, grievance, complaint or other proceeding shall be commenced by the Corporation or by any Member to enforce said contract or claim damages or other relief for breach of the said contract without the approval of the Board. In view of the nature of the said conditions, duties, rights and obligation they shall be enforceable, inter alia, by injunction.

Article V - FEES AND DUES

Section 5.01 Other Fees. The Board may from time to time levy such annual dues, fees and assessments as it shall determine in connection with collective bargaining and other functions carried on by the Corporation as an employers' organization and such dues, fees and assessments may be based upon such formula or formulae as may be determined by the Board or contained in the Collective Agreement. Such fees, dues and assessments shall be remitted to the Corporation upon such dates or times, and in the manner determined by the Board, of which notice shall be given by the Secretary-Treasurer to a Member. Proof of payment for the basis of such fees, dues and assessments will be made available to all Members upon request.

Section 5.02 Arrears of Payments. Any Member who is 30 days in arrears in the payment of any annual dues or assessment shall cease to be a Member in good standing and shall not be entitled to any vote at a Members Meeting. The Member shall be reinstated upon the payment of all unpaid annual dues and assessments within a further period of 30 days. A Member who is in arrears in the payment of any annual due or assessment for more than 90 days shall automatically forfeit its Membership, but shall remain liable for all unpaid dues and assessments.

Section 5.03 Limitation of Expenses. The Corporation shall not, at any time, pay or compensate, any Director or Member for the provision of services or goods to the Corporation, unless the Board has approved the expense. The Corporation shall not employ, contract with, or compensate any person who is also an employee or owner of a Director or Member for any reason, unless the Board has approved the expense.

Article VI - MEMBERS MEETINGS

Section 6.01 Place of Meetings. All Members Meetings shall be held at such place in Ontario within 100 kilometers of the City of Toronto, within the country of Canada, or as the Board determines.

If the Directors or Members call a Members Meeting under the Act, those Directors or Members, as the case may be, may determine that the Members Meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Members Meeting.

Section 6.02 If the Directors or Members call a Members Meeting under the Act, those Directors or Members, as the case may be, may determine that the Members Meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Members Meeting.

Section 6.03 Annual Meetings. The Annual Meeting for the transaction of any business as may properly come before the Annual Meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the Annual Meeting. At least one Annual Meeting shall be held in each calendar year, an Annual meeting must be held no more than 180 and no less than 90 days prior to the termination date of any active collective bargaining agreement to which the Corporation holds jurisdiction. An Annual Meeting shall be held not later than 15 months following the preceding Annual Meeting. In accordance with the Act, the first Annual Meeting following incorporation shall be held within 18 months of incorporation.

Business transacted at the Annual Meeting includes:

- (a) Election of Directors, if necessary;
- (b) Presentation of the annual financial statements that have been approved by the Directors in accordance with the provisions of the Act;
- (c) Presentation of the report of the auditor or;
- (d) Re-appointment or new appointment of the auditor for the coming year; and
- (e) Such other or special business as may be set out in the notice of Annual Meeting.

Section 6.04 Special Meetings. Special Members Meetings may be called, as directed by the Chair or by resolution of the Board or on the written requisition, signed by Members holding not less than 60% of the voting rights, delivered to each Director and to the registered office of the Corporation. This written request must state the purpose for which the Special Meeting is to be held. If the Board does not call a Special Meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the Special Meeting. The only business that may be conducted at a Special Meeting shall be the matter or matters set forth in the notice of such Special Meeting.

Section 6.05 Fixing the Record Date. In order that the Corporation may determine the Members entitled to notice of, or to vote at, any Members Meeting or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 50 nor less than 10 days before the date of such Members Meeting. If the Board so fixes a date, such date shall also be the record date for determining the Members entitled to vote at such Members Meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the Members Meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining Members entitled to notice of, or to vote at, a Members Meeting shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the Members Meeting is held. A determination of Members entitled to notice of, or to vote at, a Members Meeting shall apply to any adjournment of the Members Meeting; *provided that* the Board may fix a new record date for the determination of Members entitled to vote at the adjourned Members Meeting, and in such case shall also fix as the record date for Members entitled to notice of such adjourned Members Meeting the same or an earlier date as that fixed for the determination of Members entitled to vote therewith at the adjourned Members Meeting.

Section 6.06 Adjournments. The Chair, or in his or her absence, the chair of the Members Meeting may, with the majority consent of the Members present, adjourn the same from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned Members Meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the Members Meeting at which the adjournment is taken. At the adjourned Members Meeting, the Corporation may transact any business that might have been transacted at the original Members Meeting. If the adjournment is for more than 30 days, a notice of the adjourned Members Meeting shall be given to each Member entitled to vote at the Members Meeting. If, after the adjournment, a new record date is fixed for Members entitled to vote at the adjourned Members Meeting, the Board shall give notice of the new record date and notice of the adjourned Members Meeting to each Member entitled to vote at the adjourned Members Meeting in accordance with the Act and this By-law.

Section 6.07 Notice of Members Meetings. Notice of the time and place of a Members Meeting shall be given to each Member entitled to vote at the Members Meeting by e-mail, facsimile, telephonic, electronic, or other communication facility, courier, personal delivery, or ordinary mail:

- (a) in the case of Annual Meetings, during a period of not less than 15 and not more than 50 days before the day on which the Members Meeting is to be held; or
- (b) in the case of Special Meetings, during a period of not less than 15 and not more than 50 days before the day on which the Members Meeting is to be held.

Section 6.08 Requirements of Notice of Members Meeting. Except as otherwise provided herein or permitted by applicable law, notice to Members shall be in writing and provided in accordance with Section 11.01. Notice of any Members Meeting need not be given to any Member who shall, either before or after the Members Meeting, submit a waiver of notice or who shall attend such Members Meeting, except when the Member attends for the express purpose of objecting to the transaction of any business on the ground that the Members Meeting is unlawfully called. Any Member so waiving notice of the Members Meeting shall be bound by the proceedings of the Members Meeting in all respects as if due notice thereof had been given.

Section 6.09 Notice of Special Meetings. In addition to the requirements of the above Section 6.08, notices of Special Meetings shall also specify the nature of the special business for which the Special Meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the special business and include the text of any Special Resolution to be submitted at the Special Meeting. For the purposes of providing this notice, special business, shall not include:

- (a) Consideration of the financial statements;
- (b) Consideration of the audit report, if any;
- (c) Election of Directors; or
- (d) Reappointment of the incumbent auditor.

Section 6.10 List of Members. The Secretary-Treasurer shall prepare a complete list of the Members entitled to vote at any Members Meeting, arranged in alphabetical order, and showing the address of each Member.

Section 6.11 Quorum. A quorum at any Members Meeting shall be sixty percent (60%) of the Members entitled to vote at the Members Meeting, present or represented by proxy. Once a quorum is established, it does not need to be maintained throughout the Members Meeting. If, however, such quorum is not present or represented at any Members Meeting, the Members entitled to vote thereat, present or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the Members Meeting in the manner provided in Section 6.06, until a quorum shall be present or represented. At any such adjourned Members Meeting at which there is a quorum, any business may be transacted that might have been transacted at the original Members Meeting.

Section 6.12 Persons Entitled to Attend. The only Persons entitled to be present at a Members Meeting are Members, or the Members' proxies, the Directors and the auditor of the Corporation, and such other Persons who are entitled or required under the Act or the Articles or the By-laws to be present at the Members Meeting. Any other Person may be admitted only on the invitation of the chair of the Members Meeting or by Ordinary Resolution. However, only those Members entitled to vote at the Members Meeting or the Members' proxies, according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the Members Meeting.

Section 6.13 Conduct of Meetings.

(a) At every Members Meeting, the Chair, or in his or her absence or inability to act, the Vice-Chair, or, in his or her absence or inability to act, the Person whom the Chair shall appoint, or failing that, one of the Members who is present at the Members Meeting chosen by the Members present in person or represented by proxy and entitled to vote at the Members Meeting, shall act as chair of, and preside at, the Members Meeting. The Secretary-Treasurer, or in his or her absence or inability to act, the Person whom the chair of the Members Meeting shall appoint the secretary of the meeting, shall act as secretary of the Members Meeting and keep the minutes thereof. The chair of any Members Meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the Members Meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the Members Meeting, may include the following:

- (i) establishing an agenda or order of business for the Members Meeting;
- (ii) determining when the polls shall open and close for any given matter to be voted on at the Members Meeting;
- (iii) establishing rules and procedures for maintaining order at the Members Meeting and the safety of those present;
- (iv) limiting attendance at, or participation in, the Members Meeting to Members, their duly authorized and constituted proxies or such other Persons as the Chair of the Members Meeting shall determine;
- (v) restricting entry to the Members Meeting after the time fixed for the commencement thereof; and
- (vi) limiting the time allotted to questions or comments by participants.

(b) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members Meeting, any Person entitled to attend such Members Meeting may participate in the Members Meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A Person participating in a Members Meeting by such means is deemed to be present at the Members Meeting.

Section 6.14 Voting. Unless specified by law, the Articles, or the By-laws, any matter brought before any Members Meeting shall be decided by the affirmative vote of the majority of Members present or represented by proxy at the Members Meeting and entitled to vote on the matter, by a show of hands unless a Member requests a written ballot. In the case of an equality of votes on a show of hands or on a written ballot, the Chair of the Members Meeting shall not have a second or casting voting in addition to an original vote as a Member, and the motion shall be defeated.

Section 6.15 Secret Voting. A Member entitled to vote at a Members Meeting may vote by mail-in ballot, or by means of a telephonic, electronic or other communication facility, if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Section 6.16 Absentee Voting. A Member entitled to vote at a Members Meeting may vote by proxy by depositing a form of a proxy signed by the Member or the Member's attorney, or if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized, appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the Members Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) A proxy is valid only at the Members Meeting in respect of which it is given or at a continuation of that Members Meeting after an adjournment.

(b) A Member may revoke a proxy by depositing an instrument or act signed by the Member or by their attorney:

- (i) at the registered office of the Corporation no later than the last business day before the day of the Members Meeting, or the continued Members Meeting in the case of an adjourned Members Meeting, at which the proxy is to be used; or
- (ii) with the Chair of the Members Meeting on the day of the Members Meeting or the day of the continuation of that Members Meeting after an adjournment of that Members Meeting.

(c) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a Members Meeting in respect of any matter, to vote by way of ballot at the Members Meeting, to demand a ballot at the Members Meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the Members Meeting by way of a show of hands.

Section 6.17 A Member entitled to vote at Members Meeting may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) allows the votes to be gathered in a manner that permits their subsequent verification; and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.”

Section 6.18 Resolution in Writing of Members. A resolution in writing signed by all the Members entitled to vote on that resolution at a Members Meeting is as valid as if it had been passed at a Members Meeting.

Article VII - BOARD OF DIRECTORS

Section 7.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The Board in its discretion may hire such professional staff, and determine the remuneration for the professional staff as it deems necessary.

Section 7.02 Number of Directors. The Board shall consist of three (3) Directors.

Section 7.03 Director Qualifications. Each Director shall meet the requirements of the Act to be a Director and be a partner, principal, shareholder, or senior officer of a Member.

Section 7.04 Term of Office. The Directors shall be elected to hold office for a term of up to four years following the election, or until a successor is duly elected and qualified, or until the earliest of the Director's death, resignation, disqualification, or removal. A Director not elected for an expressly-stated term ceases to hold office at the close of the next Annual Meeting.

Section 7.05 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 7.06 Removal and Replacement. Except as prohibited by applicable law, or the Articles, the Members may remove any Director from office at any time, with or without cause by Ordinary Resolution at a Special Meeting. The Members may, by Ordinary Resolution at the same Special Meeting, elect any individual in the removed Director's stead for the remainder of this term, subject to the qualifications for Directors contained in Section 7.03 above.

Section 7.07 Vacancies. A Director shall cease to hold office upon the occurrence of any of the following events:

- (a) if he or she dies, resigns, is removed by Ordinary Resolution at a Special Meeting, or no longer meets the qualifications for directors contained in Section 7.03 above;
- (b) if a receiving order is made against him or her, or the Member he or she represents, or if he or she, or the Member he or she represents, makes an assignment under the *Bankruptcy and Insolvency Act*;
- (c) if he or she, or the Member he or she represents, is suspended or expelled from Membership or their Membership is otherwise terminated;
- (d) if he or she ceases to be the appointed representative of the Member he or she represents; or
- (e) if he or she becomes incapacitated and unable to perform the duties of a Director.

Section 7.08 Filling Vacancies. Subject to Section 7.06 above, vacancies on the Board however caused may, so long as a quorum of Directors remain in office, be filled by an appointment by the Board of Persons qualified according to Section 7.03 above. Otherwise such vacancies shall be filled for the remainder of the term at the next Annual Meeting.

Section 7.09 Remuneration of Directors. The Directors shall not be entitled as such to any remuneration for their services provided in their capacity as Directors.

Section 7.10 Calling of Board Meetings. Board meetings may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational Board meeting following incorporation, an incorporator or a Director may call the first Board meeting by giving not less than five days' notice to each Director, stating the time and place of the Board meeting.

Section 7.11 Notice of Board Meetings. Subject to Section 7.10 above, notice of the time and place for the holding of a Board meeting under Section 7.11 shall be given in the manner provided in Section 11.01 to every Director at two (2) days before the time when the Board meeting is to be held, if given by e-mail, telephone, or facsimile, or at least four (4) days before the time when the Board meeting is to be held, if given by post. Board meetings may also be held without formal notice if all of the Directors are present or if those absent waive their right to notice and consent to the holding of the meeting. A copy of any resolution of the Board fixing the time and place of Board meetings shall be sent to each Director immediately after being passed, but no other notice shall be required for any Board meeting except if the purpose of the Board meeting or the business to be transacted includes:

- (a) submitting to the Members any question or matter requiring the approval of the Members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the position of the auditor, the public accountant, or the Person engaged to conduct a review engagement of the Corporation;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-laws; or
- (g) establishing contributions to be made, or dues to be paid, by Members.

Section 7.12 Participation by telephonic or electronic means. With consent of all the Directors, a Board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during such Board meeting or meeting of a committee or advisory body of the Board.

Section 7.13 Adjourned Board Meetings. A majority of the Directors present at any Board meeting, including an adjourned Board meeting, whether or not a quorum is present, may adjourn and reconvene such Board meeting to another time and place. Notice of an adjourned Board meeting is not required to be provided to the Directors who are present at the Board meeting where the time and place of the adjourned Board meeting is announced. If a Director is not present at the time of the adjournment, at least 24 hours' notice of any adjourned Board meeting shall be given to such Director, if notice shall be given by one of the means specified in Section 11.01 other than by mail, or at least three days' notice shall be given to such Director if by mail. Any business may be transacted at an adjourned Board meeting that might have been transacted at the Board meeting as originally called.

Section 7.14 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a Board meeting shall constitute a waiver of notice of such Board meeting except when the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the ground that the Board meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any Board meeting or meeting of a committee of the Board need be specified in any waiver of notice.

Section 7.15 Organization. At each Board meeting, the Chair, or in his or her absence, the Vice-Chair shall preside. The Secretary-Treasurer shall act as secretary at each Board meeting. If the Secretary-Treasurer is absent from any Board meeting, an assistant secretary shall perform the duties of secretary at such Board meeting; and in the absence from any such Board meeting of the secretary and all assistant secretaries, the Person presiding as Chair at the Board meeting may appoint any Person to act as secretary of the Board meeting.

Section 7.16 Quorum of Directors. Subject to the conflict of interest provisions of the Act, the presence of a majority of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any Board meeting. Quorum must be maintained throughout the Board meeting.

Section 7.17 Majority Vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, all questions at meetings of Directors shall be decided by a majority vote, each Director present having one vote except the Chair. In the event of an equality of votes without the vote of the Chair, the Chair of the meeting shall have a vote.

Section 7.18 Resolution in Writing of Board. Unless otherwise restricted by the Articles, any resolution required or permitted to be passed at any Board meeting or of any committee thereof may be taken without a Board meeting if all Directors or Members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 7.19 Committees. Committees may be constituted from time to time by the Board, in their discretion, for any purpose that the Board shall deem advisable and with such powers and duties as the Board may delegate. Committees shall consist of a chair and other members as directed by the Board. Any committee member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation other than in respect of the matters set out in Section 7.11(a) through Section 7.11(g), and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting of a committee of the Board or disqualified from voting thereat, the remaining member or members present at the meeting of the committee or the advisory body of the Board and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting of the committee at which there is a quorum shall be a resolution of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee shall conduct its business in the same manner as the Board conducts its business under this Article VII.

Article VIII - OFFICERS

Section 8.01 Appointment of Officers. The Board may appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the activities and affairs of the Corporation other than in respect of the matters set out in Section 7.11(a) through Section 7.11(g). The Board shall appoint from its Directors every 4 years, a Chair and a Vice-Chair. The Board shall also appoint the Chair as the President and shall appoint, from its Directors, a Secretary-Treasurer, upon such terms and conditions as the Directors may from time to time determine. The Board may also designate additional offices of the Corporation. The Board may appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the activities and affairs of the Corporation other than in respect of the matters described in Section 7.11(a) through Section 7.11(g). A Director may be appointed to any office of the Corporation. An Officer may, but need not, be a Director unless this By-law specifies otherwise. Two or more offices may be held by the same individual.

Section 8.02 Chair. The Chair shall, when present, preside at all Board meetings and Members Meetings. The Chair shall have such other duties and powers as the Board may specify. The Chair shall also be the President of the Corporation.

Section 8.03 Description of Other Offices. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:

- (a) President. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation.

(b) Vice-Chair. If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all Board meetings and Members Meetings. The Vice-Chair shall have such other duties and powers as the Board may specify;

(c) Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all monies of the Corporation. He or she shall deposit all monies belonging to the Corporation in a bank or trust company as directed by the Directors. He or she shall keep correct accounts of all bills, orders or demands, and make all disbursements authorized by the Directors. He or she shall render a true and complete report of the financial condition of the Corporation at each Annual Meeting, and to the Directors whenever requested. His or her books and accounts shall at all times be open to inspection by any member of the Board and by the auditors of the Corporation. He or she shall give bond for the proper performance of his or her duties in such amount and with such surety as the Directors may require, the premium on such bond to be paid by the Corporation. He or she shall deliver to his or her successor all property belonging to the Corporation which is in his or her possession, including monies, books, documents, vouchers, etc. The Secretary-Treasurer shall also prepare minutes for all Members Meetings and Board Meetings, and shall perform such other duties as may be assigned to him or her from time to time by the Directors. He or she shall have custody of the Corporation's seal, and keep a proper record of the Membership and such other records and books of accounts as may be necessary to record the business of the Corporation.

(d) Other Officers. If appointed, the powers and duties of all other Officers shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time vary, add to or limit the powers and duties of any Officer other than in respect of any of the matters described in Section 7.11(a) through Section 7.11(g).

Section 8.04 Term of Office. In the absence of a written agreement to the contrary, the Board may remove by resolution, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earliest of the Officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

Section 8.05 Vacancy in Office. Should any vacancy occur among the Officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 8.06 Remuneration of Officers. The Officers shall not be entitled to any remuneration for their services but they may, by Directors' resolution, be reimbursed for their traveling and other expenses incurred for the business of the Corporation.

Section 8.07 Duties of Officers May Be Delegated. In case any Officer is absent, or for any other reason that the Board may deem sufficient, the Chair or the Board may delegate for the time being the powers or duties of such Officer to any other Officer or to any Director.

Article IX - LABOUR NEGOTIATIONS

Section 9.01 The other provisions of this By-Law shall apply with respect to labour negotiations, except where they are inconsistent with the express provisions of this Article 9.

Section 9.02 At all Member Meetings held for the purposes of ratifying labour negotiations, the presence in person or electronically or by proxy of at least 60% of the Members entitled to vote shall constitute a quorum.

Section 9.03 All questions at such Members Meetings shall be decided by a majority of votes cast by those Members attending in person or by proxy.

Section 9.04 Labour negotiations shall be conducted by a Labour Negotiation Committee which shall consist of the Directors and such other Members as designated by the Board. Any Collective Agreement reached must be ratified by a vote according to Article 9.03 above.

Section 9.05 The Corporation may, in its own name or in the name of any body or group to whom authority has been properly delegated, make application for accreditation within any sector or sectors in any geographical area or areas defined under the *Labour Relations Act, 1995* or as determined by the Ontario Labour Relations Board and upon accreditation, take all steps necessary to represent in collective bargaining the employers in the bargaining unit for which it has been accredited, and at the request of a Member, to act in connection with a matter arising under the *Labour Relations Act, 1995*, under the Collective Agreement, or any issue relating to the interpretation, application or alleged violation of the Collective Agreement.

Article X - STANDARD OF CARE, LIMITATION OF LIABILITY, AND INDEMNITY OF DIRECTORS AND OFFICERS

Section 10.01 Standard of Care. Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances.

Section 10.02 Limitation of Liability. Subject to Section 10.01 above, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee of the Corporation, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or the Articles and By-laws, or from liability for any breach thereof.

Section 10.03 Indemnity.

(a) The Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer (or an individual authorized to act in a similar capacity) of another Entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other Entity.

(b) The Corporation shall not indemnify an individual under Section 10.03(a) unless he or she (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other Entity for which he or she acted as a Director or Officer or in a similar capacity at the Corporation's request and (ii) in the case of an administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(c) The Corporation shall also indemnify the individual referred to in Section 10.03(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

Article XI - NOTICE

Section 11.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given if:

(a) delivered personally to the Person to whom it is to be given or delivered to such Person's address as shown in the records of the Corporation;

(b) mailed to such Person at such Person's Recorded Address by prepaid ordinary or air mail; or

(c) sent to such Person by electronic means in accordance with the *Electronic Commerce Act, 2000*, S.O. 2000, c. 17.

Section 11.02 Deemed Receipt of Notice

(a) A notice:

- (i) delivered in accordance with Section 11.01(a) shall be deemed to have been given when it is delivered personally or to the Recorded Address as provided in 11.01(a);
- (ii) mailed in accordance with Section 11.01(c) shall be deemed to have been received on the fifth day after it was sent; and

- (iii) sent by any means of transmitted or recorded communication in accordance with Section 11.01(c) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

(b) The Secretary-Treasurer may change or cause to be changed the Recorded Address of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the secretary or the designated Officer to be reliable. The declaration by the Secretary or the designated Officer that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

Section 11.03 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, the non-receipt of any notice by any such Person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article XII - GENERAL PROVISIONS

Section 12.01 Remuneration and Expenses. Subject to Section 12.07, all applicable law, including, inter alia, the *Charities Accounting Act* and the conflict of interest provisions of the Act:

- (a) The Board may fix the remuneration of the employees of the Corporation.
- (b) The Board may approve the payment of reasonable remuneration to, and reimbursement of reasonable expenses incurred by, Directors, Officers and Members in connection with services they provide to the Corporation in their capacity other than as Directors, Officers and Members, as applicable. Such approval must be made prior to any payment being made.

Section 12.02 Financial Year. The financial year of the Corporation shall terminate on the 31st day of August in each year.

Section 12.03 Appointment of Accountants. The accounts of the Corporation shall be accounted each year by an accountant or auditors appointed by resolution of the Members at each Annual Meeting.

Section 12.04 Annual Financial Statements. Not less than 21 days before each Annual Meeting, the Corporation shall send a copy of the annual financial statements and other documents referred to in Section 84(1) of the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents.

Section 12.05 Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two of the Chair, Vice-Chair, and Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board may from time to time by resolution appoint any Officer or Officers, person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts.

The term "contracts, documents and instrument in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts, and discharges for the payment of money or the obligations, conveyances, transfers and assignments of shares, stock bonds, debentures or other securities, and all paper writings.

Section 12.06 Conflict of Interest. A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any Person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a Board meeting during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 12.07 Charitable Corporations. No Director or Member shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 12.08 Severability. If any term or provision of this By-law is determined to be void or unenforceable, in whole or in part, it shall not be deemed to affect or impair the validity of any other term or provision hereof, and all Articles, Sections, Subsections, or parts hereof are declared to be separate and distinct terms or provisions, as the case may be.

Article XIII - AMENDMENT AND REPEAL

Section 13.01 The Board may not make, amend or repeal any By-law without having the By-law, amendment or repeal confirmed by Special Resolution. The By-law, amendment or repeal is effective only on confirmation of the Members and in the form in which it was confirmed.

PASSED by the Board the 21ST, OF FEBRUARY, 2025

Marcus Giesgen
[Signature]

[Signature]
[Signature]

[Signature]

TAB B

Certificate of Amendment

Not-for-Profit Corporations Act, 2010

Certificat de modification

Loi de 2010 sur les organisations sans but lucratif

PERSONNEL AND MATERIAL HOIST EMPLOYERS' ASSOCIATION

Corporation Name / Dénomination sociale

1000233416

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

May 09, 2025 / 09 mai 2025

V. Quintanilla W.

Director / Directeur

Not-for-Profit Corporations Act, 2010 / Loi de 2010 sur les organisations sans but lucratif

The Certificate of Amendment is not complete
without the Articles of Amendment

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Ce certificat de modification n'est pas complet s'il
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Amendment

Not-for-Profit Corporations Act, 2010

Corporation Name (Date of Incorporation/Amalgamation)

MAN & MATERIAL HOIST EMPLOYERS' ASSOCIATION (June 15, 2022)

1. The name of the corporation is changed to:

PERSONNEL AND MATERIAL HOIST EMPLOYERS' ASSOCIATION

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

3. The purposes of the corporation are amended as follows:

Not amended

4. The special provisions of the corporation are amended as follows:

Not amended

5. The amendment has been duly authorized as required by sections 103 of the Not-for-Profit Corporations Act, 2010.

6. The resolution authorizing the amendment was approved by the members of the corporation on:

February 21, 2025

The articles have been properly executed by the required person(s).

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Information - Nuans Report Information

Nuans Report Reference #

122457752

Nuans Report Date

February 18, 2025

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

TAB C

TAB D

ONTARIO LABOUR RELATIONS BOARD

OLRB Case No.: _____

ACCREDITATION – APPLICANT’S (EMPLOYER ASSOCIATION’S) LIST OF EMPLOYERS IN PROPOSED UNIT

	Employer
1.	UCEL Inc.
2.	Oxford Building Supplies Inc.
3.	Aluma Safway Inc.
4.	Halton Hoisting Inc.
5.	United Hoist Equipment Ltd.
6.	Morrow Equipment
7.	East West Elevator & Crane Ltd.
8.	Metro Hoisting & Erecting Ltd.
9.	2869759 Ontario Ltd. (C. Schwaemmle)

This list has been prepared by me or under my instruction and I confirm that it is accurate.

Name: Daniel Averbach, Solicitor for the Applicant

Date: August 26, 2025

Signature:



(INCLUDE ADDITIONAL PAGES WHERE NECESSARY)